



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2012
OF THE CONDITION AND AFFAIRS OF THE

UnitedHealthcare of Arkansas, Inc.

NAIC Group Code07070707NAIC Company Code95446Employer's ID Number63-1036819

(Current)(Prior)

Organized under the Laws ofArkansas, State of Domicile or Port of EntryArkansas

Country of DomicileUnited States of America

Licensed as business type:Health Maintenance Organization

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized09/27/1990Commenced Business04/01/1992

Statutory Home Office1401 Capitol Ave. 3rd Floor, Ste 375Little Rock , AR 72205

(Street and Number)(City or Town, State and Zip Code)

Main Administrative Office1401 Capitol Ave. 3rd Floor, Ste 375

(Street and Number)

Little Rock , AR 72205501-664-7700

(City or Town, State and Zip Code)(Area Code) (Telephone Number)

Mail Address9700 Health Care Lane MN017-E900Minnetonka , MN 55343

(Street and Number or P.O. Box)(City or Town, State and Zip Code)

Primary Location of Books and Records9700 Health Care Lane MN017-E900

(Street and Number)

Minnetonka , MN 55343952-979-6135

(City or Town, State and Zip Code)(Area Code) (Telephone Number)

Internet Web Site Addresswww.uhc.com

Statutory Statement ContactCurt J Engels952-979-6135

(Name)(Area Code) (Telephone Number)

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OFFICERS

President/Chief Executive OfficerGregory David ReidyChief Financial OfficerStephen Lewis Wilson Jr

SecretaryJohn Joseph MatthewsTreasurerRobert Worth Oberrender

OTHER

Juanita Bolland LuisAssistant SecretaryNyle Brent CottingtonAssistant TreasurerMichelle Marie Huntley DillAssistant Secretary

DIRECTORS OR TRUSTEES

Gregory David ReidyRobert James FriedrichsCheryl Ann Lippert

State ofCounty ofState ofCounty ofState ofCounty of

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Gregory David ReidyJohn Joseph Matthews

President/Chief Executive OfficerSecretary

Subscribed and sworn to before me thisSubscribed and sworn to before me thisSubscribed and sworn to before me this

day ofday ofday of

- a. Is this an original filing?.....Yes [X] No []
- b. If no,
1. State the amendment number.....
2. Date filed.....
3. Number of pages attached.....

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	337,059		337,059	300,136
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$10,976,425), cash equivalents (\$) and short-term investments (\$1,292,067)	12,268,492	0	12,268,492	10,696,289
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	12,605,551	0	12,605,551	10,996,425
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	5,099		5,099	1,246
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	475,013	3,073	471,940	592,825
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	973,951	26,900	947,051	268,663
18.1 Current federal and foreign income tax recoverable and interest thereon			0	1,016,666
18.2 Net deferred tax asset	175,992	47	175,945	63,898
19. Guaranty funds receivable or on deposit	55,811		55,811	74,414
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	233,869		233,869	0
24. Health care (\$485,880) and other amounts receivable	833,703	347,823	485,880	328,164
25. Aggregate write-ins for other than invested assets	172	172	0	140,317
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	15,359,161	378,015	14,981,146	13,482,618
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	15,359,161	378,015	14,981,146	13,482,618
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Premium taxes paid in advance			0	140,317
2502. Prepaid Expenses	172	172	0	0
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	172	172	0	140,317

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	5,016,920		5,016,920	5,316,483
2. Accrued medical incentive pool and bonus amounts	23,936		23,936	10,295
3. Unpaid claims adjustment expenses	100,048		100,048	100,744
4. Aggregate health policy reserves, including the liability of \$ 122,183 for medical loss ratio rebate per the Public Health Service Act	136,081		136,081	41,012
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	23,263		23,263	58,381
8. Premiums received in advance	150,867		150,867	100,570
9. General expenses due or accrued	156,667		156,667	146,920
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	145,515		145,515	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	3,710		3,710	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	0		0	205,258
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	0		0	247,295
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	112,973		112,973	177,360
23. Aggregate write-ins for other liabilities (including \$ current)	9	0	9	9
24. Total liabilities (Lines 1 to 23)	5,869,989	0	5,869,989	6,404,327
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	100,000	100,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	5,470,954	5,470,954
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	3,540,203	1,507,337
32. Less treasury stock, at cost: 32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	9,111,157	7,078,291
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	14,981,146	13,482,618
DETAILS OF WRITE-INS				
2301. Unclaimed property	9		9	9
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	9	0	9	9
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	52,027	45,360	60,290
2. Net premium income (including \$ non-health premium income).....	XXX	33,112,899	27,404,219	36,512,242
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	(95,070)	(57,818)	43,293
4. Fee-for-service (net of \$ medical expenses).....	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	33,017,829	27,346,401	36,555,535
Hospital and Medical:				
9. Hospital/medical benefits		20,826,448	17,894,804	26,438,593
10. Other professional services		38,372	38,001	36,246
11. Outside referrals				0
12. Emergency room and out-of-area				0
13. Prescription drugs		2,866,835	2,417,067	2,920,496
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		34,426	4,401	21,461
16. Subtotal (Lines 9 to 15)	0	23,766,081	20,354,273	29,416,796
Less:				
17. Net reinsurance recoveries				0
18. Total hospital and medical (Lines 16 minus 17)	0	23,766,081	20,354,273	29,416,796
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$501,502 cost containment expenses		869,448	419,315	1,050,064
21. General administrative expenses		2,763,954	2,611,986	3,338,130
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22).....	0	27,399,483	23,385,574	33,804,990
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	5,618,346	3,960,827	2,750,545
25. Net investment income earned		8,119	15,248	19,300
26. Net realized capital gains (losses) less capital gains tax of \$				
27. Net investment gains (losses) (Lines 25 plus 26)	0	8,119	15,248	19,300
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].				
29. Aggregate write-ins for other income or expenses	0	(25,000)	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	5,601,465	3,976,075	2,769,845
31. Federal and foreign income taxes incurred	XXX	1,960,513	1,543,674	976,315
32. Net income (loss) (Lines 30 minus 31)	XXX	3,640,952	2,432,401	1,793,530
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Fines and Penalties		(25,000)		
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	(25,000)	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	7,078,291	6,491,878	6,491,878
34. Net income or (loss) from Line 32	3,640,952	2,432,401	1,793,530
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$			
37. Change in net unrealized foreign exchange capital gain or (loss)			0
38. Change in net deferred income tax	112,047	158,710	14,381
39. Change in nonadmitted assets	(320,133)	(19,027)	(21,498)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			0
46. Dividends to stockholders	(1,400,000)	(1,200,000)	(1,200,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	2,032,866	1,372,084	586,413
49. Capital and surplus end of reporting period (Line 33 plus 48)	9,111,157	7,863,962	7,078,291
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	33,287,614	29,401,696	35,895,149
2. Net investment income	9,300	11,647	19,409
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	33,296,914	29,413,343	35,914,558
5. Benefit and loss related payments	24,537,856	20,610,441	27,641,592
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	4,260,242	2,908,633	4,479,065
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	798,332	734,578	1,435,580
10. Total (Lines 5 through 9)	29,596,430	24,253,652	33,556,237
11. Net cash from operations (Line 4 minus Line 10)	3,700,484	5,159,691	2,358,321
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	300,000	0	0
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	300,000	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds	341,859	0	0
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	341,859	0	0
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(41,859)	0	0
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	1,400,000	1,200,000	1,200,000
16.6 Other cash provided (applied)	(686,422)	221,996	292,811
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(2,086,422)	(978,004)	(907,189)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	1,572,203	4,181,687	1,451,132
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	10,696,289	9,245,157	9,245,157
19.2 End of period (Line 18 plus Line 19.1)	12,268,492	13,426,845	10,696,289

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	4,935	4	1,911	0	0	0	0	3,020	0	0
2. First Quarter	5,766	4	2,016					3,746		
3. Second Quarter	5,814	3	1,994					3,817		
4. Third Quarter	5,795	3	1,890					3,902		
5. Current Year	0							0		
6. Current Year Member Months	52,027	32	17,850					34,145		
Total Member Ambulatory Encounters for Period:										
7. Physician	69,683	43	14,557					55,083		
8. Non-Physician	23,500	3	886					22,611		
9. Total	93,183	46	15,443	0	0	0	0	77,694	0	0
10. Hospital Patient Days Incurred	5,127	9	277					4,841		
11. Number of Inpatient Admissions	988	1	83					904		
12. Health Premiums Written (a)	33,146,143	17,756	7,380,071					25,748,316		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	33,051,073	17,218	7,292,437					25,741,418		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	24,537,857	12,562	4,551,949					19,973,346		
18. Amount Incurred for Provision of Health Care Services	23,766,081	10,506	4,301,649					19,453,926		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 25,748,316

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	366,450	4,198,061	(2,255)	526,550	364,195	780,628
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	2,320,556	17,632,004	7,638	4,508,250	2,328,194	4,594,236
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	2,687,006	21,830,065	5,383	5,034,800	2,692,389	5,374,864
10. Healthcare receivables (a)	6,607	779,484		47,612	6,607	382,968
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	18,593	2,192	9,783	14,153	28,376	10,295
13. Totals (Lines 9-10+11+12)	2,698,992	21,052,773	15,166	5,001,341	2,714,158	5,002,191

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

Accounting Practices

The financial statements of UnitedHealthcare of Arkansas, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Arkansas Insurance Department (the Department).

The Department recognizes only statutory accounting practices, prescribed or permitted by the State of Arkansas, for determining and reporting the financial condition and results of operations of a health maintenance organization, for determining its solvency under Arkansas Insurance Law. The state prescribes the use of the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) in effect for the accounting periods covered in the financial statement.

1-8. No significant differences exist between the practices prescribed or permitted by the State of Arkansas and those prescribed or permitted by the NAIC SAP which materially affect the statutory basis net income and capital and surplus, as illustrated in the table below (in thousands):

	<u>State of Domicile</u>	<u>2012</u>	<u>2011</u>
<u>NET INCOME</u>			
(1) UnitedHealthcare of Arkansas state basis	<u>Arkansas</u>	<u>\$ 3,640,952</u>	<u>\$ 1,793,530</u>
(2) State Prescribed Practices that increase/(decrease) NAIC SAP: Not Applicable	<u>Arkansas</u>	<u>-</u>	<u>-</u>
(3) State Permitted Practices that increase/(decrease) NAIC SAP: Not Applicable	<u>Arkansas</u>	<u>-</u>	<u>-</u>
(4) NAIC SAP (1-2-3=4)	<u>Arkansas</u>	<u>\$ 3,640,952</u>	<u>\$ 1,793,530</u>
<u>SURPLUS</u>			
(5) UnitedHealthcare of Arkansas state basis	<u>Arkansas</u>	<u>\$ 9,111,157</u>	<u>\$ 7,078,291</u>
(6) State Prescribed Practices that increase/(decrease) NAIC SAP: Not Applicable	<u>Arkansas</u>	<u>-</u>	<u>-</u>
Not Applicable	<u>Arkansas</u>	<u>-</u>	<u>-</u>
(7) State Permitted Practices that increase/(decrease) NAIC SAP: Not Applicable	<u>Arkansas</u>	<u>-</u>	<u>-</u>
(8) NAIC SAP (5-6-7=8)	<u>Arkansas</u>	<u>\$ 9,111,157</u>	<u>\$ 7,078,291</u>

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 – Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

No significant change.

B. Debt restructuring.

No significant change.

C. Reverse Mortgages.

No significant change.

D. Loan-Backed Securities

NOTES TO FINANCIAL STATEMENTS

- 1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.
- 2) The Company did not recognize other-than-temporary impairments on mortgage-type investments as of September 30, 2012.
- 3) The Company did not have mortgage-type investments with an other-than-temporary impairment to report by CUSIP as of September 30, 2012.
- 4) The Company did not have any impaired securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss as of September 30, 2012.
- 5) The Company believes that it will collect all principal and interest due on all investments that have an amortized cost in excess of fair value.

E. Repurchase Agreements and/or Securities Lending Transactions

No significant change.

F. Real Estate

No significant change.

G. Investments in Low-Income Housing Tax Credits

No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

Statement of Statutory Accounting Principles (SSAP) No. 101, *Income Taxes – A Replacement of SSAP No. 10R and SSAP No. 10*, is effective for 2012 interim and annual financial statements and beyond. The new standard includes revised guidance for tax contingencies, non-elective deferred tax asset admissibility test along with significant modifications to the deferred tax assets admissibility test, and disclosure modifications. A change resulting from this adoption should be accounted for prospectively and reflected as a change in accounting principle in accordance with SSAP No. 3 — *Accounting Changes and Corrections of Errors*. The adoption of this pronouncement does not have an impact on the financial statements.

The Company's net deferred tax asset increased approximately \$112,000 from December 31, 2011 to September 30, 2012 as a result of the increase in non-admitted asset changes. This change in net deferred income taxes had a corresponding impact on the current federal income tax provision.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

Note 11 - Debt

No significant change.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No significant change.

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

On September 14, 2012, the Company declared an ordinary cash dividend of \$1,400,000 to the sole shareholder, United Healthcare, Inc. The dividend was paid on September 20, 2012. The ordinary dividend complied with the provisions set forth in the statutes of Arkansas. The dividend was recorded as a reduction to unassigned surplus.

NOTES TO FINANCIAL STATEMENTS

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant change.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

- A. The Company did not have any transfers of receivables reported as sales as of September 30, 2012 or December 31, 2011.
- B. The Company did not have any transfer and servicing of financial assets as of September 30, 2012 or December 31, 2011.
- C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of September 30, 2012 or the year ended December 31, 2011.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

No significant change.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant change.

Note 20 – Fair Value Measurement

The NAIC SAP defines fair value, establishes a framework for measuring fair value, and outlines the disclosure requirements related to fair value measurements. The fair value hierarchy is as follows:

Level 1 — Quoted (unadjusted) prices for identical assets in active markets.

Level 2 — Other observable inputs, either directly or indirectly, including:

- Quoted prices for similar assets in active markets
- Quoted prices for identical or similar assets in inactive markets (few transactions, limited information, noncurrent prices, high variability over time, etc.)
- Inputs other than quoted prices that are observable for the asset (interest rates, yield curves, volatilities, default rates, etc.)
- Inputs that are derived principally from or corroborated by other observable market data

Level 3 — Unobservable inputs that cannot be corroborated by observable market data.

The estimated fair values of bonds and short-term investments (investments) are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (pricing service), which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, non-binding broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. Based on the Company's internal price verification procedures

NOTES TO FINANCIAL STATEMENTS

and review of fair value methodology documentation provided by independent pricing services, the Company has not historically adjusted the prices obtained from the pricing service.

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company’s assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

The Company does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at September 30, 2012 and December 31, 2011.

The Company does not have any financial assets with a fair value hierarchy of level 3.

The aggregate fair value by hierarchy of all financial instruments as of September 30, 2012 and December 31, 2011 is presented in the table below (in thousands):

	September 30, 2012				
	Total Fair Value	Total Admitted Assets	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
U.S. government and Agency Securities	\$ 339	\$ 337	\$ 339	\$ -	\$ -
State and Agency Municipalities	-	-	-	-	-
City and County Municipalities	-	-	-	-	-
Corporate Debt Securities	-	-	-	-	-
Commercial Paper and Money-Market Funds	1,292	1,292	1,292	-	-
Total	\$ 1,631	\$ 1,629	\$ 1,631	\$ -	\$ -

	2011				
	Total Fair Value	Total Admitted Assets	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
U.S. government and Agency Securities	\$ 306	\$ 300	\$ -	\$ 306	\$ -
State and Agency Municipalities	-	-	-	-	-
City and County Municipalities	-	-	-	-	-
Corporate Debt Securities	-	-	-	-	-
Commercial Paper and Money-Market Funds	1,765	1,765	-	1,765	-
Total	\$ 2,071	\$ 2,065	\$ -	\$ 2,071	\$ -

There were no financial instruments that were not practicable to estimate at fair value.

Fair values of investments are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (pricing service), which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, benchmark yields, credit spreads, default rates, prepayment speeds and non-binding broker quotes. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to a secondary pricing source, prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. The Company’s internal price verification procedures and review of fair value methodology documentation provided by independent pricing services has not historically resulted in adjustment in the prices obtained from the pricing service.

NOTES TO FINANCIAL STATEMENTS

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

The Company has Medicare business which is subject to a retrospective rating feature related to Part D premiums. The Company has estimated accrued retrospective premiums related to Part D premiums based on guidelines determined by the Center for Medicare and Medicaid Services (CMS). The formula is tiered and based on medical loss ratio. The amount of Part D earned premiums subject to retrospective rating was approximately \$2,037,000 and \$ 1,993,000 representing 6.15% and 5.5% of total net premium income as of September 30, 2012 and December 31, 2011, respectively.

Pursuant to the Health Reform Legislation, the Company is required to maintain specific minimum loss ratios. These minimum loss ratios apply to comprehensive major medical coverage and vary depending on group size. The Company’s actual loss ratios were in excess of the minimum requirement and as a result, no minimum medical loss ratio rebate was required to be established at September 31, 2012 and December 31, 2011.

Pursuant to the Health Reform Legislation, the Company is required to maintain specific minimum loss ratios. These minimum loss ratios apply to comprehensive major medical coverage and vary depending on group size. The following table discloses the minimum medical loss ratio rebates required pursuant to the Health Reform Legislation for the period ended September 30, 2012 (in thousands):

	1	2	3	4	5
	Individual	Small Group Employer	Large Group Employer	Other Categories with Rebates	Total
Prior reporting year					
(1) Medical loss ratio rebates incurred	\$ -	\$ -	\$ 35	\$ -	\$ 35
(2) Medical loss ratio rebates paid	-	-	\$ -	-	\$ -
(3) Medical loss rebates unpaid	-	-	\$ 35	-	\$ 35
(4) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	\$ -
(5) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	\$ -
(6) Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	\$ 35
Current reporting year-to-date					
(7) Medical loss ratio rebates incurred	\$ -	\$ 46	\$ 87	\$ -	\$ 133
(8) Medical loss ratio rebates paid	-	\$ -	\$ 46	\$ -	\$ 46
(9) Medical loss rebates unpaid	-	\$ 46	\$ 76	\$ -	\$ 122
(10) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	\$ -
(11) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	\$ -
(12) Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	\$ 122

NOTES TO FINANCIAL STATEMENTS

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables at September 30, 2012 and December 31, 2011 (in thousands):

	September 30, 2012		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (5,385)	\$ (5,385)
Paid claims, net of health care receivables	21,832	2,706	24,538
End of year claim reserve	<u>5,049</u>	<u>15</u>	<u>5,064</u>
Incurred claims excluding the change in health care receivables	26,881	(2,664)	24,217
Beginning of year health care receivables	-	383	383
End of year health care receivables	<u>(827)</u>	<u>(7)</u>	<u>(834)</u>
Total incurred claims	<u>\$ 26,054</u>	<u>\$ (2,288)</u>	<u>\$ 23,766</u>

	2011		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (3,402)	\$ (3,402)
Paid claims, net of health care receivables	25,673	1,969	27,642
End of year claim reserve	<u>5,312</u>	<u>73</u>	<u>5,385</u>
Incurred claims excluding the change in health care receivables	30,985	(1,360)	29,625
Beginning of year health care receivables	-	175	175
End of year health care receivables	<u>(359)</u>	<u>(24)</u>	<u>(383)</u>
Total incurred claims	<u>\$ 30,626</u>	<u>\$ (1,209)</u>	<u>\$ 29,417</u>

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables as of December 31, 2011 were approximately \$5,002,000. As of September 30, 2012, approximately \$2,706,000 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now approximately \$8,000 as a result of re-estimation of unpaid claims. Therefore, there has been approximately \$2,288,000 favorable prior-year development since December 31, 2011 to September 30, 2012. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends related to the release and reestablishment of approximately \$578,000 in known environmental claims and approximately \$1,680,000 in retroactivity for inpatient, outpatient, physician, and pharmacy claims. At December 31, 2011, the Company recorded approximately \$1,209,000 of favorable development related to insured events of prior years primarily as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Included in this favorable (unfavorable) development is the impact related to retrospectively rated policies. As a result of the prior-year effects, on a regular basis, the Company adjusts revenue and the corresponding liability and/or receivable related to retrospectively rated policies and the impact of the change is included as a component of change in unearned premium reserves and reserve for rate credits in the statutory basis statements of operations.

NOTES TO FINANCIAL STATEMENTS

The Company incurred claims adjustment expenses of approximately \$869,000 and \$1,050,000 for the nine months ended September 30, 2012 and the year ended December 31, 2011, respectively. These costs are included in the management service fees paid by the Company to UHS as a part of its management agreement. The following table discloses paid CAE and incurred CAE for the nine months ended September 30, 2012 and the year ended December 31, 2011, and the balance in the unpaid claim adjustment expenses reserve as of September 30, 2012 and December 31, 2011 (in thousands):

	September 30, 2012	2011
Total claims adjustment expenses incurred	\$ 869	\$ 1,050
Less current year unpaid claims adjustment expenses	(100)	(101)
Add prior year unpaid claims adjustment expenses	101	60
Total claims adjustment expenses paid	\$ 870	\$ 1,009

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

Pharmaceutical rebates receivable are recorded when reasonably estimated or billed by the affiliated pharmaceutical benefit manager in accordance with pharmaceutical rebate contract provisions. Information used to support rebates billed to the manufacturer is based on utilization information gathered by the pharmaceutical benefit manager and adjusted for significant changes in pharmaceutical contract provisions.

The collection history of pharmacy rebates is summarized as (in thousands):

Quarter	Estimated Pharmacy Rebates	Pharmacy Rebates as Invoiced/ Confirmed	Rebates Collected Within 90 Days of Invoicing/ Confirmation	Rebates Collected Within 91 to 180 Days of Invoicing/ Confirmation	Rebates Collected More than 181 Days of Invoicing/ Confirmation
September 30, 2012	\$ 338	\$ -	\$ -	\$ -	\$ -
June 30, 2012	330	323	192	-	-
March 31, 2012	302	300	267	28	-
December 31, 2011	247	250	220	29	-
September 30, 2011	249	245	219	24	2
June 30, 2011	236	226	198	26	2
March 31, 2011	219	213	188	22	3
December 31, 2010	115	125	95	26	1
September 30, 2010	108	113	84	31	1
June 30, 2010	105	105	71	32	1
March 31, 2010	76	91	64	25	-
December 31, 2009	55	66	47	6	13

Of the amount reported as health care and other receivables, approximately \$486,000 and \$328,000 relates to pharmaceutical rebate receivables as of September 30, 2012 and December 31, 2011, respectively. This increase is primarily due to increased membership along with the change in generic/name brand mix.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 – Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [] No [X]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [] No []
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [] No [X]
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes [X] No []
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [] No [X]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes [] No [X] N/A []
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2011
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2008
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

04/30/2010
- 6.4

By what department or departments?
Arkansas Insurance Department
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [X] No [] N/A []
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [X] No [] N/A []
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [] No [X]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [] No [X]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [X] No []
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
OptumHealth Bank, Inc.	Salt Lake City, Utah	NO	NO	YES	NO

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:\$.....

0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$.....
13.

Amount of real estate and mortgages held in short-term investments:

\$.....
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | Current Quarter
Book/Adjusted
Carrying Value |
| 14.21 Bonds | \$.....0 | \$..... |
| 14.22 Preferred Stock | \$.....0 | \$..... |
| 14.23 Common Stock | \$.....0 | \$..... |
| 14.24 Short-Term Investments | \$.....0 | \$..... |
| 14.25 Mortgage Loans on Real Estate | \$.....0 | \$..... |
| 14.26 All Other | \$.....0 | \$..... |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$.....0 | \$.....0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$..... | \$..... |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes [] No [X]

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []
- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon	Global Liquidity Services, 1 Wall St, 14th Floor, New York, NY 10286

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]
- 16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
N/A	Internally Managed	N/A

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []
- 17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1.

Operating Percentages:

1.1 A&H loss percent

73.5 %

1.2 A&H cost containment percent

1.5 %

1.3 A&H expense percent excluding cost containment expenses

9.5 %
- 2.1

Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 2.2

If yes, please provide the amount of custodial funds held as of the reporting date

\$.
- 2.3

Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 2.4

If yes, please provide the balance of the funds administered as of the reporting date

\$.

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

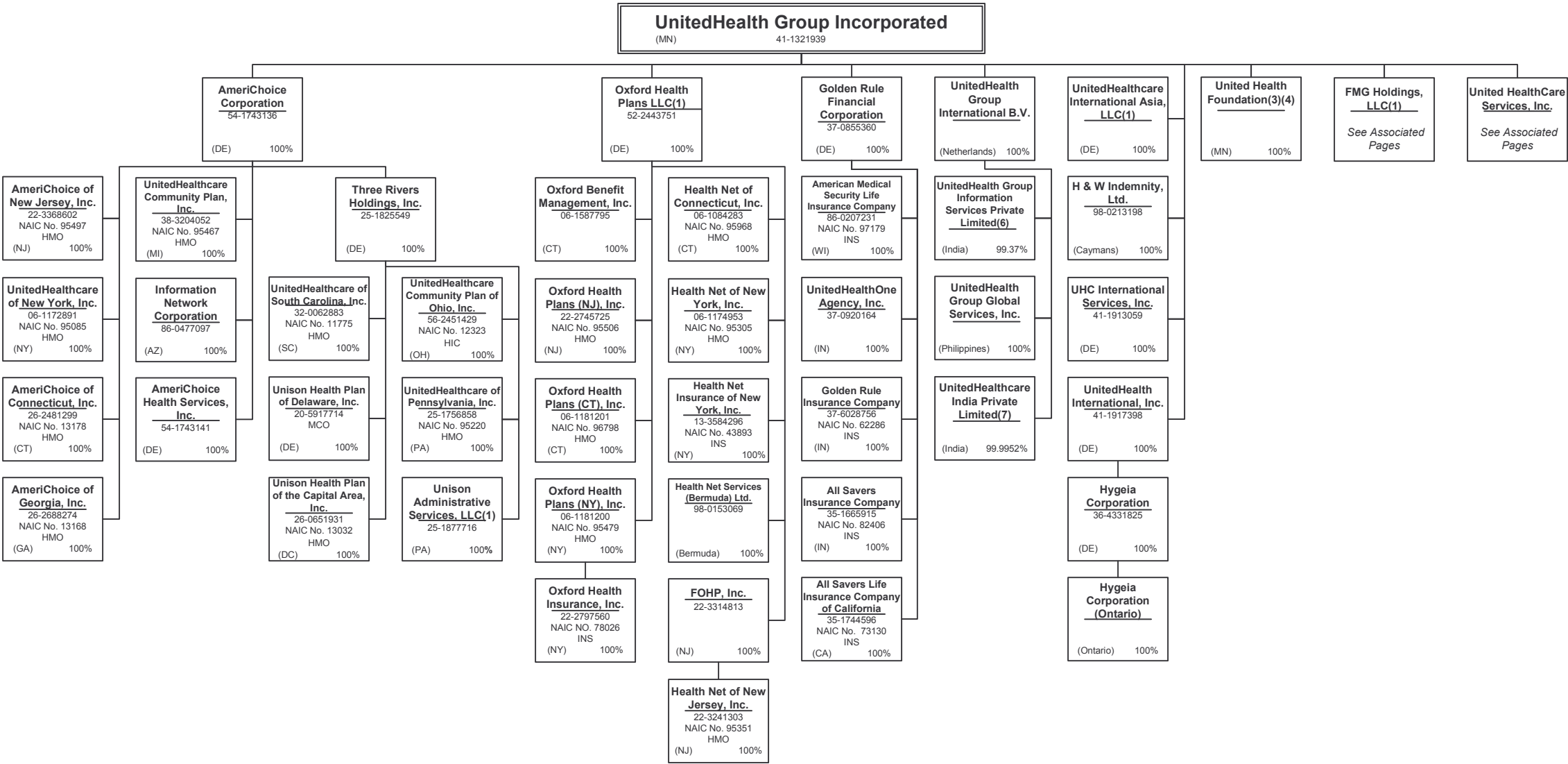
1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

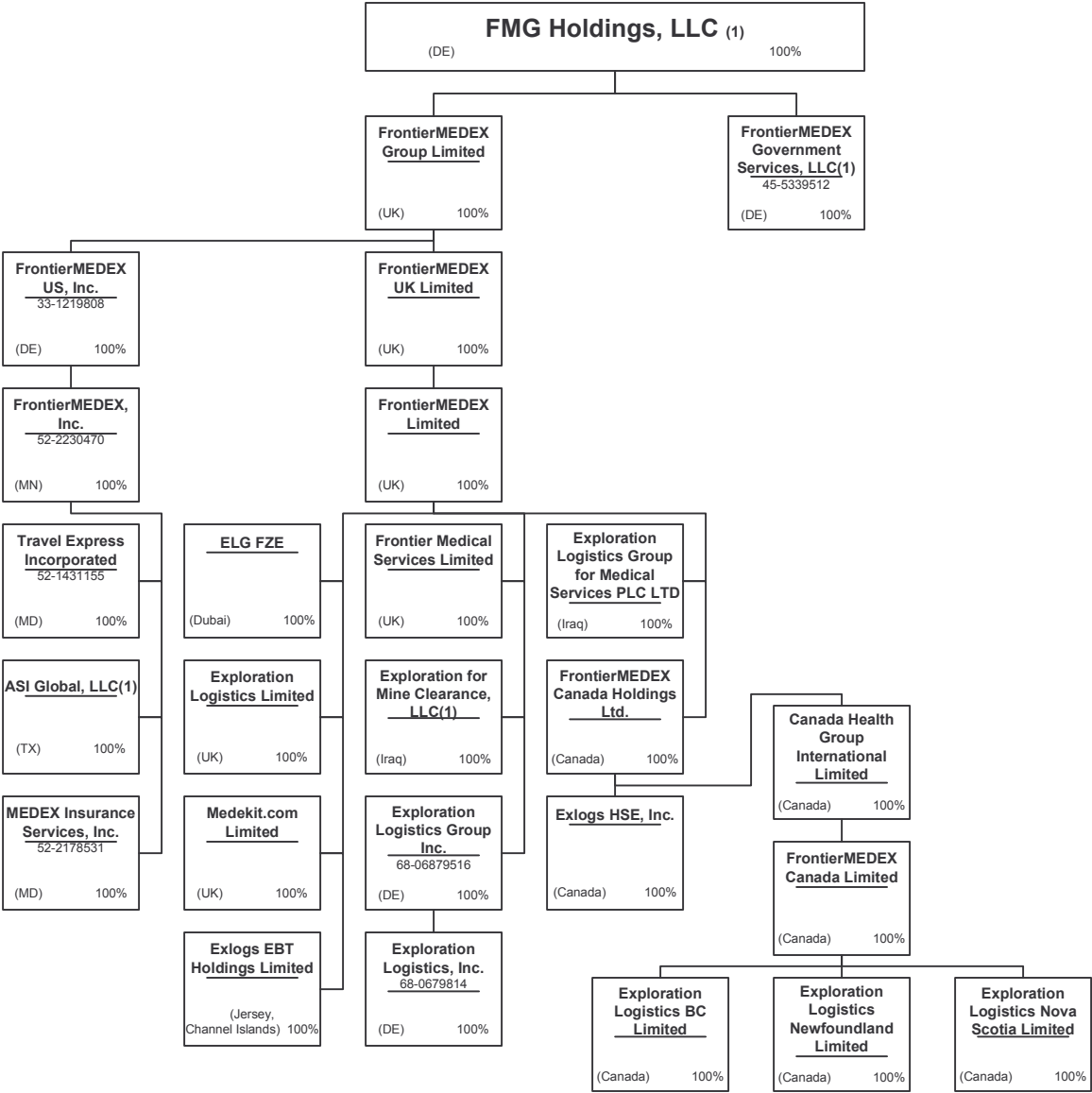
Current Year to Date - Allocated by States and Territories										
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N						0	
2.	Alaska	AK	N						0	
3.	Arizona	AZ	N						0	
4.	Arkansas	AR	L	7,397,827	25,748,316				33,146,143	
5.	California	CA	N						0	
6.	Colorado	CO	N						0	
7.	Connecticut	CT	N						0	
8.	Delaware	DE	N						0	
9.	District of Columbia	DC	N						0	
10.	Florida	FL	N						0	
11.	Georgia	GA	N						0	
12.	Hawaii	HI	N						0	
13.	Idaho	ID	N						0	
14.	Illinois	IL	N						0	
15.	Indiana	IN	N						0	
16.	Iowa	IA	N						0	
17.	Kansas	KS	N						0	
18.	Kentucky	KY	N						0	
19.	Louisiana	LA	N						0	
20.	Maine	ME	N						0	
21.	Maryland	MD	N						0	
22.	Massachusetts	MA	N						0	
23.	Michigan	MI	N						0	
24.	Minnesota	MN	N						0	
25.	Mississippi	MS	N						0	
26.	Missouri	MO	N						0	
27.	Montana	MT	N						0	
28.	Nebraska	NE	N						0	
29.	Nevada	NV	N						0	
30.	New Hampshire	NH	N						0	
31.	New Jersey	NJ	N						0	
32.	New Mexico	NM	N						0	
33.	New York	NY	N						0	
34.	North Carolina	NC	N						0	
35.	North Dakota	ND	N						0	
36.	Ohio	OH	N						0	
37.	Oklahoma	OK	N						0	
38.	Oregon	OR	N						0	
39.	Pennsylvania	PA	N						0	
40.	Rhode Island	RI	N						0	
41.	South Carolina	SC	N						0	
42.	South Dakota	SD	N						0	
43.	Tennessee	TN	N						0	
44.	Texas	TX	N						0	
45.	Utah	UT	N						0	
46.	Vermont	VT	N						0	
47.	Virginia	VA	N						0	
48.	Washington	WA	N						0	
49.	West Virginia	WV	N						0	
50.	Wisconsin	WI	N						0	
51.	Wyoming	WY	N						0	
52.	American Samoa	AS	N						0	
53.	Guam	GU	N						0	
54.	Puerto Rico	PR	N						0	
55.	U.S. Virgin Islands	VI	N						0	
56.	Northern Mariana Islands	MP	N						0	
57.	Canada	CN	N						0	
58.	Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal	XXX	7,397,827	25,748,316	0	0	0	0	33,146,143	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61.	Totals (Direct Business)	(a) 1	7,397,827	25,748,316	0	0	0	0	33,146,143	0
DETAILS OF WRITE-INS										
5801.	.....	XXX								
5802.	.....	XXX								
5803.	.....	XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.
Premiums allocated by state based upon Geographic Market.

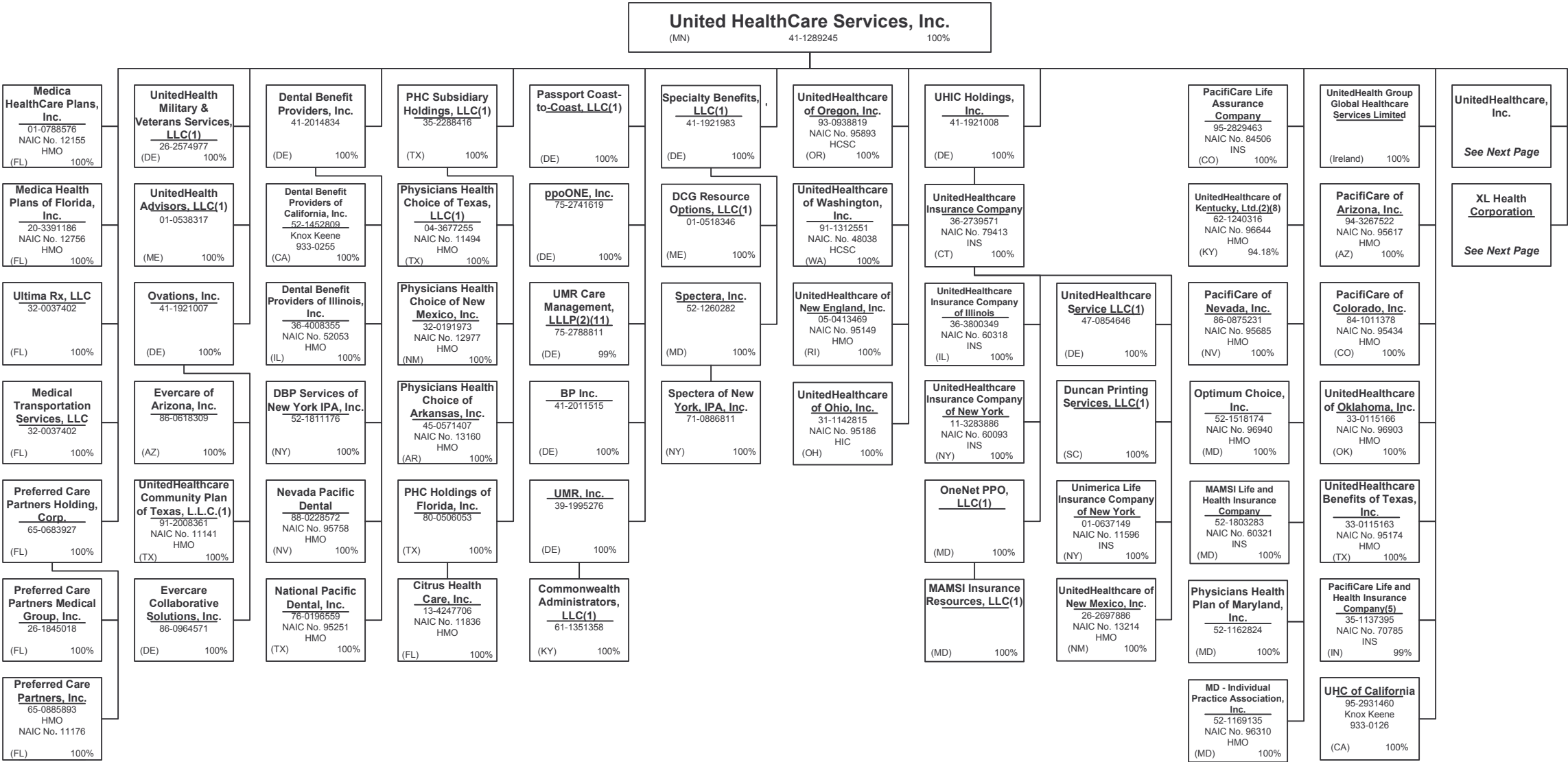
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



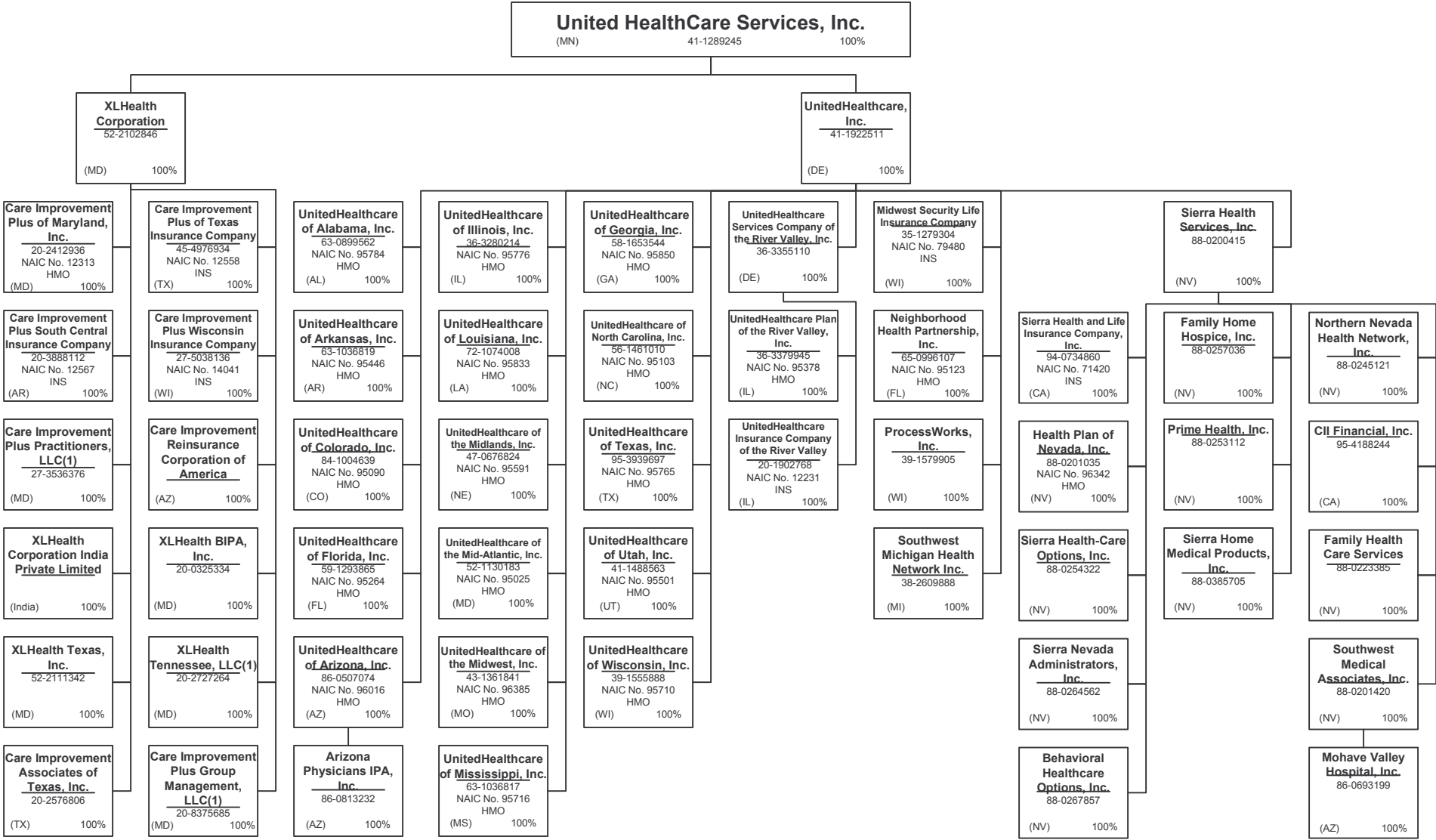
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



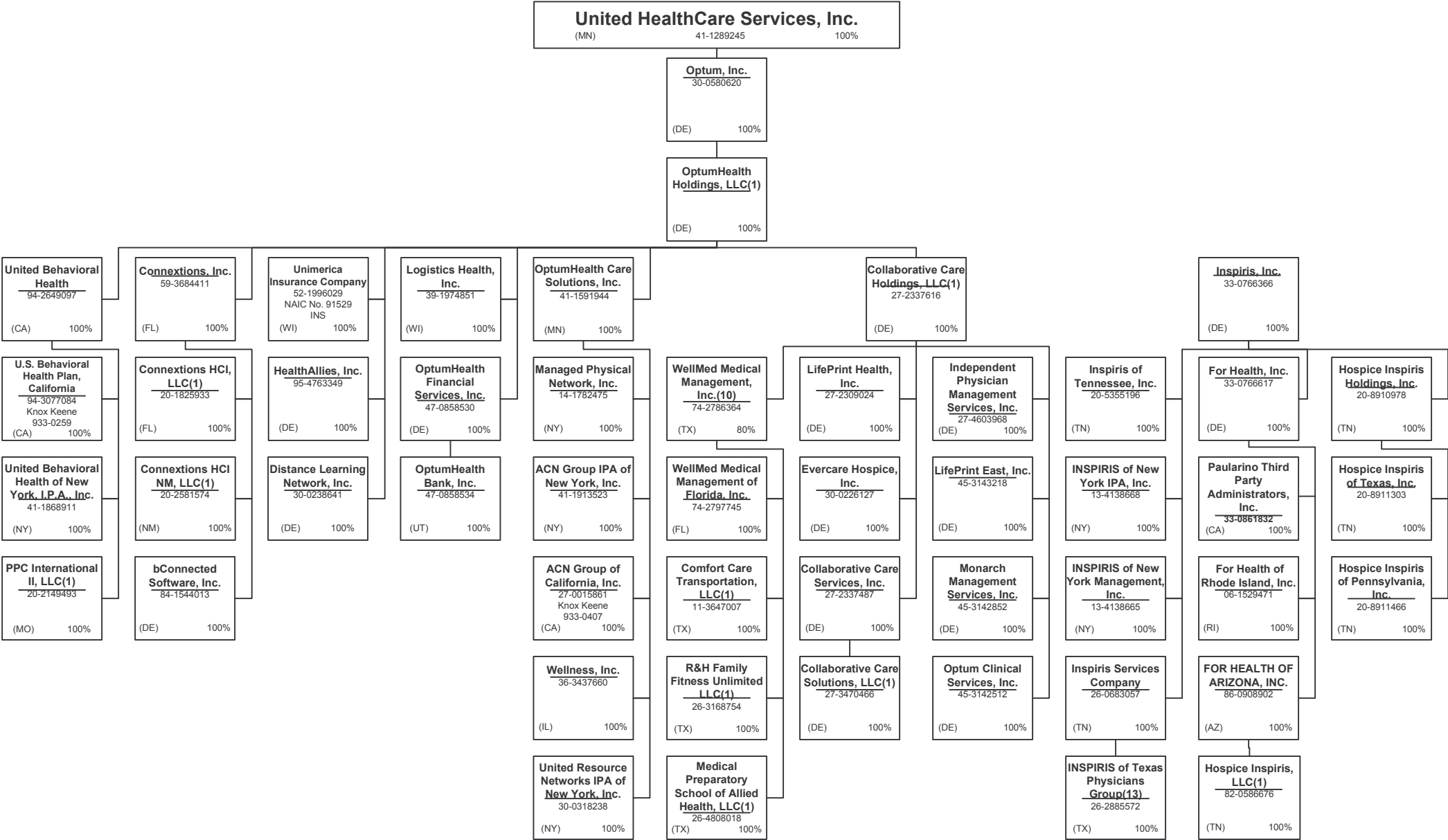
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

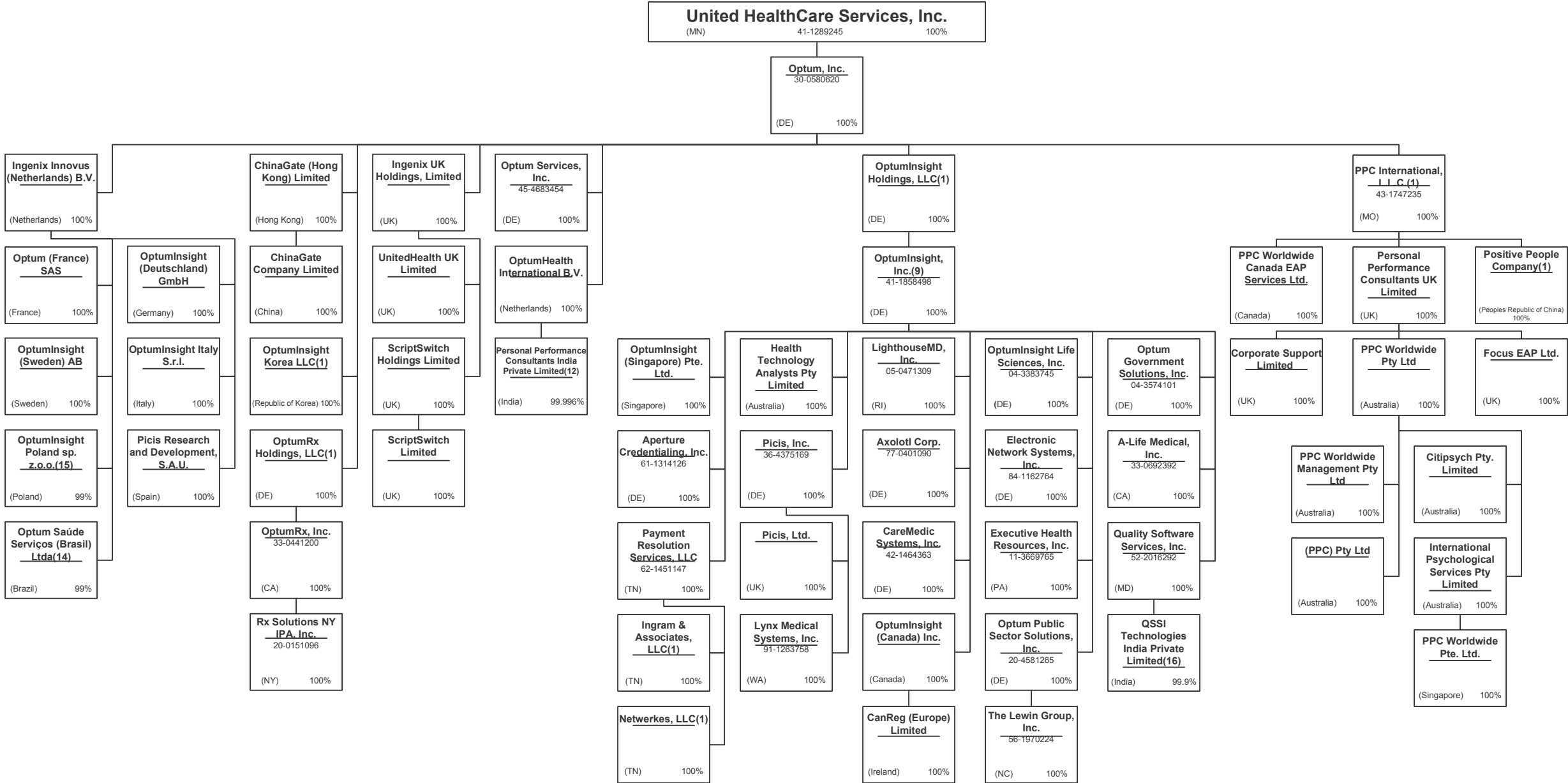


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

15.5



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

Notes

All legal entities on the Organization Chart are Corporations unless otherwise indicated.

(1) Entity is a Limited Liability Company

(2) Entity is a Partnership

(3) Entity is a Non-Profit Corporation

(4) Control of the Foundation is based on sole membership, not the ownership of voting securities

(5) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC

(6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.

(7) United Healthcare India Private Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.

(8) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.

(9) Established a branch, Ingenix, Inc. – Abu Dhabi, located in Abut Dhabi, UAE.

(10) WellMed Medical Management, Inc. is 80% owned by Collaborative Care Holdings, LLC and 20% owned by WMG Healthcare Partners, L.P.

(11) Limited partnership interest is held by United HealthCare Services, Inc. (99%). General partnership interest is held by UMR, Inc. (1%)

(12) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.

(13) INSPIRIS of Texas Physicians Group is a Texas non-profit (taxable) whose sole member is Inspiris of Texas, Inc.

(14) Optum Saúde Serviços (Brasil) Ltda. Is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.

(15) OptumInsight Poland sp. z.o.o. is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.

(16) QSSI Technologies India Private Limited is 99.9% owned by Quality Software Services, Inc. and 0.1% owned by an Indian citizen.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					(PPC) Pty Ltd	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1913523				ACN Group IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-0015861				ACN Group of California, Inc.	CA	JA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0692392				A-Life Medical, Inc.	CA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	82406	35-1665915				All Savers Insurance Company	IN	JA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
							All Savers Life Insurance Company of California	CA	JA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	73130	35-1744596				American Medical Security Life Insurance Company	WI	JA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	54-1743136				AmeriChoice Corporation	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	54-1743141				AmeriChoice Health Services, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	13178	26-2481299				AmeriChoice of Connecticut, Inc.	CT	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	13168	26-2688274				AmeriChoice of Georgia, Inc.	GA	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95497	22-3368602				AmeriChoice of New Jersey, Inc.	NJ	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	61-1314126				Aperture Credentialing, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0813232				Arizona Physicians IPA, Inc.	AZ	JA	UnitedHealthcare of Arizona, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					ASI Global, LLC	TX	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	77-0401090				Axolotl Corp.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	84-1544013				bConnected Software, Inc.	DE	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0267857				Behavioral Healthcare Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-2011515				BP Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Canada Health Group International Limited	CA	NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					CanReg (Europe) Limited	IE	NIA	OptumInsight (Canada) Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-2576806				Care Improvement Associates of Texas, Inc.	TX	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8375685				Care Improvement Plus Group Management, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12313	20-2412936				Care Improvement Plus of Maryland, Inc.	MD	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12558	45-4976934				Care Improvement Plus of Texas Insurance Company	TX	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-3536376				Care Improvement Plus Practitioners, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12567	20-3888112				Care Improvement Plus South Central Insurance Company	AR	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	14041	27-5038136				Care Improvement Plus Wisconsin Insurance Company	WI	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-1358634				Care Improvement Reinsurance Corporation of America	AZ	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	42-1464363				CareMedic Systems, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					ChinaGate (Hong Kong) Limited	HK	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					ChinaGate Company Limited	CN	NIA	ChinaGate (Hong Kong) Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	95-4188244				CII Financial, Inc.	CA	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Citipsych Pty. Limited	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11836	13-4247706				Citrus Health Care, Inc.	FL	JA	PHC Holdings of Florida, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2337616				Collaborative Care Holdings, LLC	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2337487				Collaborative Care Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-3470466				Collaborative Care Solutions, LLC	DE	NIA	Collaborative Care Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	11-3647007				Comfort Care Transportation, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	61-1351358				Commonwealth Administrators, LLC	KY	NIA	UMR, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	20-2581574				Connexions HCl NM, LLC	NM	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-1825933				Connexions HCl, LLC	FL	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	59-3684411				Connexions, Inc.	FL	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Corporate Support Limited	UK	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-1811176				DBP Services of New York IPA, Inc.	NY	NIA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	01-0518346				DCG Resource Options, LLC	ME	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-1452809				Dental Benefit Providers of California, Inc.	CA	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	.52053	36-4008355				Dental Benefit Providers of Illinois, Inc.	IL	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-2014834				Dental Benefit Providers, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0238641				Distance Learning Network, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Duncan Printing Services, LLC	SC	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	84-1162764				Electronic Network Systems, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					ELG FZE	AE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0964571				Evercare Collaborative Solutions, Inc.	DE	NIA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0226127				Evercare Hospice, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0618309				Evercare of Arizona, Inc.	AZ	JA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	11-3669765				Executive Health Resources, Inc.	PA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exlogs EBT Holdings Limited	JE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exlogs HSE, Inc. (Canada)	CA	NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration for Mine Clearance, LLC	IQ	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logisitics Group for Medical Services PLC LTD	IQ	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics BC Limited	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	68-0679516				Exploration Logistics Group Inc.	DE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	68-0679514				Exploration Logistics Inc.	DE	NIA	Exploration Logistics Group Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Limited	UK	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Newfoundland Limited	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Nova Scotia Limited	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0223385				Family Health Care Services	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0257036				Family Home Hospice, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FMG Holdings, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Focus EAP Ltd.	UK	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	22-3314813				FOHP, Inc.	NJ	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0908902				FOR HEALTH OF ARIZONA, INC.	AZ	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	06-1529471				For Health of Rhode Island, Inc.	RI	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0766617				For Health, Inc.	DE	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Frontier Medical Services Limited	UK	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Canada Holdings Ltd.	CA	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Canada Limited	CA	NIA	Canada Health Group International Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-5339512				FrontierMEDEX Governement Services, LLC	DE	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Group Limited	UK	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					FrontierMEDEX Limited	UK	NIA	FrontierMEDEX UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					FrontierMEDEX UK Limited	UK	NIA	FrontierMEDEX Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-1219808				FrontierMEDEX US, Inc.	DE	NIA	FrontierMEDEX Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2230470				FrontierMEDEX, Inc.	MN	NIA	FrontierMEDEX US, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	37-0855360				Golden Rule Financial Corporation	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.62286	37-6028756	3057283			Golden Rule Insurance Company	JN	JA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-0213198				H & W Indemnity, Ltd.	KY	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
							Health Net Insurance of New York, Inc.	NY	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.43893	13-3584296				Health Net of Connecticut, Inc.	CT	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95968	06-1084283				Health Net of New Jersey, Inc.	NJ	JA	FOHP, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95351	22-3241303				Health Net of New York, Inc.	NY	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95305	06-1174953				Health Net Services (Bermuda) Ltd.	BM	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.00000	98-0153069				Health Plan of Nevada, Inc.	NV	JA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.96342	88-0201035				Health Technology Analysts Pty Limited	AU	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					HealthAllies, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	95-4763349				Hospice Inspiris Holdings, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
			20-8910978				Hospice Inspiris of Pennsylvania, Inc.	TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911466				Hospice Inspiris of Texas, Inc.	TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911303				Hospice Inspiris, LLC	TN	NIA	FOR HEALTH OF ARIZONA, INC.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	82-0586676				Hygeia Corporation	DE	NIA	UnitedHealth International, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-4331825				Hygeia Corporation (Ontario)	CA	NIA	Hygeia Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Independent Physician Management Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-4603968				Information Network Corporation	AZ	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0477097				Ingenix Innovus (Netherlands) B.V.	NL	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Ingenix UK Holdings Limited	UK	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	62-1641102				Ingram & Associates, LLC	TN	NIA	Payment Resolution Services, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	13-4138668				INSPIRIS of New York IPA, Inc.	NY	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
							INSPIRIS of New York Management, Inc.							
		.00000	13-4138665				Inspiris of Tennessee, Inc.	NY	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-5355196				INSPIRIS of Texas Physician Group	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-2885572				Inspiris Services Company	TX	NIA	Inspiris Services Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-0683057				Inspiris, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0766366				Inspiris, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
							International Psychological Services Pty Limited	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-3143218				Lifeprint East, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2309024				Lifeprint Health, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	05-0471309				LighthouseMD, Inc.	RI	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	39-1974851				Logistics Health, Inc.	WI	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	91-1263758				Lynx Medical Systems, Inc.	WA	NIA	Picis, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					MAMSI Insurance Resources, LLC	MD	NIA	OneNet PPO, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
							MAMSI Life and Health Insurance Company							
.0707	UnitedHealth Group Incorporated	.60321	52-1803283				Managed Physical Network, Inc.	MD	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	14-1782475				MD-Individual Practice Association, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96310	52-1169135				Medekit.com Limited	MD	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					MEDEX Insurance Services, Inc.	UK	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2178531					MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
0707	UnitedHealth Group Incorporated	12756	20-3391186				Medica Health Plans of Florida, Inc.	FL	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12155	01-0788576				Medica HealthCare Plans, Inc.	FL	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-4808018				Medical Preparatory School of Allied Health, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	32-0037402				Medical Transportation Services, LLC	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	79480	35-1279304				Midwest Security Life Insurance Company	WI	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0693199				Mohave Valley Hospital, Inc.	AZ	NIA	Southwest Medical Associates, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	45-3142852				Monarch Management Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95251	76-0196559				National Pacific Dental, Inc.	TX	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
							Neighborhood Health Partnership, Inc.							
0707	UnitedHealth Group Incorporated	95123	65-0996107					FL	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-4755277				Netwerkes, LLC	TN	NIA	Payment Resolution Services, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95758	88-0228572				Nevada Pacific Dental	NV	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0245121				Northern Nevada Health Network, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OneNet PPO, LLC	MD	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96940	52-1518174				Optimum Choice, Inc.	MD	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Optum (France) SAS	FR	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	45-3142512				Optum Clinical Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	04-3574101				Optum Government Solutions, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-4581265				Optum Public Sector Solutions, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Optum Sa de Servi os (Brasil) Ltda	BR	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		00000					Optum Sa de Servi os (Brasil) Ltda	BR	NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		00000	45-4683454				Optum Services, Inc.	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0580620	3119994			Optum, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	47-0858534	3202702			OptumHealth Bank, Inc.	UT	NIA	OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1591944				OptumHealth Care Solutions, Inc.	MN	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	47-0858530				OptumHealth Financial Services, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumHealth Holdings, LLC	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumHealth International B.V.	NL	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumInsight (Canada) Inc.	CA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumInsight (Deutschland) GmbH	DE	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumInsight (Singapore) Pte. Ltd.	SG	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumInsight (Sweden) AB	SE	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumInsight Holdings, LLC	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumInsight Italy S.r.l.	IT	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumInsight Korea LLC	Re	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	04-3383745				OptumInsight Life Sciences, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumInsight Poland sp. z.o.o.	Po	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		00000					OptumInsight Poland sp. z.o.o.	Po	NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		00000	41-1858498				OptumInsight, Inc.	DE	NIA	OptumInsight Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumRx Holdings, LLC	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-0441200				OptumRx, Inc.	CA	NIA	OptumRx Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1921007				Ovations, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	06-1587795				Oxford Benefit Management, Inc.	CT	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	78026	22-2797560				Oxford Health Insurance, Inc.	NY	JA	Oxford Health Plans (NY), Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96798	06-1181201				Oxford Health Plans (CT), Inc.	CT	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95506	22-2745725				Oxford Health Plans (NJ), Inc.	NJ	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95479	06-1181200				Oxford Health Plans (NY), Inc.	NY	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-2443751				Oxford Health Plans LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Per-centage	Ultimate Controlling Entity(ies)/Person(s)	*
...0707 ...	UnitedHealth Group Incorporated .....	...70785	35-1137395 .....	.....	.....	.....	PacifiCare Life and Health Insurance Company .....	..IN.....	..JA.....	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...84506	95-2829463 .....	.....	.....	.....	PacifiCare Life Assurance Company .....	..CO.....	..JA.....	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...95617	94-3267522 .....	.....	.....	.....	PacifiCare of Arizona, Inc. ....	..AZ.....	..JA.....	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...95434	84-1011378 .....	.....	.....	.....	PacifiCare of Colorado, Inc. ....	..CO.....	..JA.....	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...95685	86-0875231 .....	.....	.....	.....	PacifiCare of Nevada, Inc. ....	..NV.....	..JA.....	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	Passport Coast-to-Coast LLC .....	..DE.....	..NIA.....	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	33-0861832 .....	.....	.....	.....	Paularino Third Party Administrators, Inc. ....	..CA.....	..NIA.....	For Health, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	62-1451147 .....	.....	.....	.....	Payment Resolution Services, LLC .....	..TN.....	..NIA.....	OptumInsight, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	Personal Performance Consultants India Private Limited .....	..IN.....	..NIA.....	OptumHealth International B.V.	Ownership.....	..99.996	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	Personal Performance Consultants India Private Limited .....	..IN.....	..NIA.....	United Behavioral Health	Ownership.....	..0.004	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	Personal Performance Consultants UK Limited .....	..UK.....	..NIA.....	PPC International, L.L.C.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	80-0506053 .....	.....	.....	.....	PHC Holdings of Florida, Inc. ....	..TX.....	..NIA.....	PHC Subsidiary Holdings, LLC	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	35-2288416 .....	.....	.....	.....	PHC Subsidiary Holdings, LLC .....	..TX.....	..NIA.....	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...13160	45-0571407 .....	.....	.....	.....	Physicians Health Choice of Arkansas, Inc. ....	..AR.....	..JA.....	PHC Subsidiary Holdings, LLC	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...12977	32-0191973 .....	.....	.....	.....	Physicians Health Choice of New Mexico, Inc. ....	..NM.....	..JA.....	PHC Subsidiary Holdings, LLC	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...11494	04-3677255 .....	.....	.....	.....	Physicians Health Choice of Texas, LLC .....	..TX.....	..JA.....	PHC Subsidiary Holdings, LLC	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	52-1162824 .....	.....	.....	.....	Physicians Health Plan of Maryland, Inc. ....	..MD.....	..NIA.....	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	Picis Research and Development, S.A.U. ....	..ES.....	..NIA.....	Ingenix Innovus (Netherlands) B.V.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	36-4375169	3886791 .....	.....	.....	Picis, Inc. ....	..DE.....	..NIA.....	OptumInsight, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	Picis, Ltd. ....	..UK.....	..NIA.....	Picis, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	Positive People Company .....	..CN.....	..NIA.....	PPC International, L.L.C.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	20-2149493 .....	.....	.....	.....	PPC International II, LLC .....	..MO.....	..NIA.....	United Behavioral Health	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	43-1747235 .....	.....	.....	.....	PPC International, L.L.C. ....	..MO.....	..NIA.....	Optum, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	PPC Worldwide Canada EAP Services Ltd. ....	..CA.....	..NIA.....	PPC International, L.L.C.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	PPC Worldwide Management Pty Ltd .....	..AU.....	..NIA.....	PPC Worldwide Pty Ltd	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	International Psychological Services Pty Limited .....	.....	..NIA.....	International Psychological Services Pty Limited	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	PPC Worldwide Pty Ltd .....	..AU.....	..NIA.....	Personal Performance Consultants UK Limited	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	75-2741619 .....	.....	.....	.....	ppoONE, Inc. ....	..DE.....	..NIA.....	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	65-0683927 .....	.....	.....	.....	Preferred Care Partners Holding, Corp. ....	..FL.....	..NIA.....	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	26-1845018 .....	.....	.....	.....	Preferred Care Partners Medical Group, Inc. ....	..FL.....	..NIA.....	Preferred Care Partners Holding, Corp.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	26-1845018 .....	.....	.....	.....	Preferred Care Partners Medical Group, Inc. ....	..FL.....	..NIA.....	Preferred Care Partners Holding, Corp.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...11176	65-0885893 .....	.....	.....	.....	Preferred Care Partners, Inc. ....	..FL.....	..JA.....	Preferred Care Partners Holding, Corp.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	88-0253112 .....	.....	.....	.....	Prime Health, Inc. ....	..NV.....	..NIA.....	Sierra Health Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	39-1579905 .....	.....	.....	.....	ProcessWorks, Inc. ....	..WI.....	..NIA.....	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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		..00000	52-2016292				QSSI Technologies India Private Limited	..JN	..NIA	Quality Software Services, Inc.	Ownership	..99.900	UnitedHealth Group Incorporated	..1
		..00000	26-3168754				Quality Software Services, Inc.	..MD	..NIA	OptumInsight, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	20-0151096				R&H Family Fitness Unlimited LLC	..TX	..NIA	WellMed Medical Management, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000					Rx Solutions NY IPA, Inc.	..NY	..NIA	OptumRx, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000					ScriptSwitch Holdings Limited	..UK	..NIA	Ingenix UK Holdings Limited	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000					ScriptSwitch Limited	..UK	..NIA	ScriptSwitch Holdings Limited	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..71420	94-0734860				Sierra Health and Life Insurance Company, Inc.	..CA	..JA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	88-0200415				Sierra Health Services, Inc.	..NV	..NIA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	88-0254322				Sierra Health-Care Options, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	88-0385705				Sierra Home Medical Products, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	88-0264562				Sierra Nevada Administrators, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	88-0201420				Southwest Medical Associates, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	38-2609888				Southwest Michigan Health Network Inc.	..MI	..NIA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	41-1921983				Specialty Benefits, LLC	..DE	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	71-0886811				Spectera of New York, IPA, Inc.	..NY	..NIA	Spectera, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	52-1260282				Spectera, Inc.	..MD	..NIA	Specialty Benefits, LLC	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	56-1970224				The Lewin Group, Inc.	..NC	..NIA	Optum Public Sector Solutions, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	25-1825549				Three Rivers Holdings, Inc.	..DE	..NIA	AmeriChoice Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	52-1431155				Travel Express Incorporated	..MD	..NIA	FrontierMEDEX, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	94-3077084				U.S. Behavioral Health Plan, California	..CA	..JA	United Behavioral Health	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	41-1913059				UHC International Services, Inc.	..DE	..NIA	UnitedHealth Group Incorporated	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	95-2931460				UHC of California	..CA	..JA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	41-1921008				UHC Holdings, Inc.	..DE	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	14-1892398				Ultima Rx, LLC	..FL	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	75-2788811				UMR Care Management, LLLP	..DE	..NIA	United HealthCare Services, Inc.	Ownership	..99.000	UnitedHealth Group Incorporated	
		..00000	75-2788811				UMR Care Management, LLLP	..DE	..NIA	UMR, Inc.	Ownership	..1.000	UnitedHealth Group Incorporated	
		..00000	39-1995276				UMR, Inc.	..DE	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..91529	52-1996029				Unimerica Insurance Company	..WI	..JA	OptumHealth Holdings, LLC	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..11596	01-0637149				Unimerica Life Insurance Company of New York	..NY	..JA	UnitedHealthcare Insurance Company	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	25-1877716				Unison Administrative Services, LLC	..PA	..NIA	Three Rivers Holdings, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	20-5917714				Unison Health Plan of Delaware, Inc.	..DE	..JA	Three Rivers Holdings, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..13032	26-0651931				Unison Health Plan of the Capital Area, Inc.	..DC	..JA	Three Rivers Holdings, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	94-2649097				United Behavioral Health	..CA	..NIA	OptumHealth Holdings, LLC	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	41-1868911				United Behavioral Health of New York, I.P.A., Inc.	..NY	..NIA	United Behavioral Health	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	41-1941615				United Health Foundation	..MN	..NIA	UnitedHealth Group Incorporated	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	41-1289245	3410132			United HealthCare Services, Inc.	..MN	..UIP	UnitedHealth Group Incorporated	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	30-0318238				United Resource Networks IPA of New York, Inc.	..NY	..NIA	OptumHealth Care Solutions, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	01-0538317				UnitedHealth Advisors, LLC	..ME	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000					UnitedHealth Group Global Healthcare Services Limited	..IE	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000					UnitedHealth Group Global Services, Inc.	..PH	..NIA	UnitedHealth Group International B.V.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	41-1321939		0000731766	New York Stock Exchange	UnitedHealth Group Incorporated	..MN	..UIP					

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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		..00000					UnitedHealth Group Information Services Private LimitedIN..	..NIA..	UnitedHealth Group International B.V.	Ownership.....	..99.370	UnitedHealth Group Incorporated	
		..00000					UnitedHealth Group Information Services Private Limited .....	..IN..	..NIA..	UnitedHealth International, Inc.	Ownership.....	..0.630	UnitedHealth Group Incorporated	
		..00000					UnitedHealth Group International B.V.	..NL..	..NIA..	UnitedHealth Group Incorporated	Ownership.....	..100.000	UnitedHealth Group Incorporated	
		..00000	41-1917398				UnitedHealth International, Inc. ....	..DE..	..NIA..	UnitedHealth Group Incorporated	Ownership.....	..100.000	UnitedHealth Group Incorporated	
		..00000					UnitedHealth Military & Veterans Services, LLC .....	..DE..	..NIA..	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
		..00000	26-2574977				UnitedHealth UK Limited .....	..UK..	..NIA..	Ingenix UK Holdings Limited	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95174	33-0115163				UnitedHealthcare Benefits of Texas, Inc. ....	..TX..	..JA..	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..12323	56-2451429				UnitedHealthcare Community Plan of Ohio, Inc. ....	..OH..	..JA..	Three Rivers Holdings, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..11141	91-2008361				UnitedHealthcare Community Plan of Texas, L.L.C. ....	..TX..	..JA..	Ovations, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95467	38-3204052				UnitedHealthcare Community Plan, Inc.	..MI..	..JA..	AmeriChoice Corporation	Ownership.....	..100.000	UnitedHealth Group Incorporated	
		..00000					UnitedHealthcare India Private Limited .....	..IN..	..NIA..	UnitedHealth Group International B.V.	Ownership.....	..99.995	UnitedHealth Group Incorporated	
		..00000					UnitedHealthcare India Private Limited .....	..IN..	..NIA..	UnitedHealth International, Inc.	Ownership.....	..0.005	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..79413	36-2739571				UnitedHealthcare Insurance Company ...	..CT..	..JA..	UHC Holdings, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..60318	36-3800349				UnitedHealthcare Insurance Company of Illinois .....	..IL..	..JA..	UnitedHealthcare Insurance Company ...	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..60093	11-3283886				UnitedHealthcare Insurance Company of New York .....	..NY..	..JA..	UnitedHealthcare Insurance Company ...	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..12231	20-1902768				UnitedHealthcare Insurance Company of the River Valley .....	..IL..	..JA..	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
		..00000					UnitedHealthcare International Asia, LLC .....	..DE..	..NIA..	UnitedHealth Group Incorporated	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95784	63-0899562				UnitedHealthcare of Alabama, Inc. ....	..AL..	..JA..	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..96016	86-0507074				UnitedHealthcare of Arizona, Inc. ....	..AZ..	..JA..	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95446	63-1036819				UnitedHealthcare of Arkansas, Inc. ....	..AR..	..JA..	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95090	84-1004639				UnitedHealthcare of Colorado, Inc. ....	..CO..	..JA..	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95264	59-1293865				UnitedHealthcare of Florida, Inc. ....	..FL..	..JA..	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95850	58-1653544				UnitedHealthcare of Georgia, Inc. ....	..GA..	..JA..	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95776	36-3280214				UnitedHealthcare of Illinois, Inc. ....	..IL..	..JA..	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..96644	62-1240316				UnitedHealthcare of Kentucky, Ltd. ....	..KY..	..JA..	United HealthCare Services, Inc.	Ownership.....	..94.180	UnitedHealth Group Incorporated .....	...2
...0707 ...	UnitedHealth Group Incorporated .....	..96644	62-1240316				UnitedHealthcare of Kentucky, Ltd. ....	..KY..	..JA..	UnitedHealthcare, Inc.	Ownership.....	..5.820	UnitedHealth Group Incorporated .....	...2
...0707 ...	UnitedHealth Group Incorporated .....	..95833	72-1074008				UnitedHealthcare of Louisiana, Inc. ...	..LA..	..JA..	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95716	63-1036817				UnitedHealthcare of Mississippi, Inc.	..MS..	..JA..	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
							UnitedHealthcare of New England, Inc.	..RI..	..JA..	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95149	05-0413469				UnitedHealthcare of New Mexico, Inc. ...	..NM..	..JA..	UnitedHealthcare Insurance Company ...	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..13214	26-2697886				UnitedHealthcare of New York, Inc. ....	..NY..	..JA..	AmeriChoice Corporation	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95085	06-1172891				UnitedHealthcare of North Carolina, Inc. ....	..NC..	..JA..	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95103	56-1461010				UnitedHealthcare of Ohio, Inc. ....	..OH..	..JA..	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated .....	..95186	31-1142815				UnitedHealthcare of Oklahoma, Inc. ....	..OK..	..JA..	United HealthCare Services, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
..0707	UnitedHealth Group Incorporated	..95893	93-0938819				UnitedHealthcare of Oregon, Inc.	OR	..JA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..95220	25-1756858				UnitedHealthcare of Pennsylvania, Inc.	PA	..JA	Three Rivers Holdings, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..11775	32-0062883				UnitedHealthcare of South Carolina, Inc.	SC	..JA	Three Rivers Holdings, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..95765	95-3939697				UnitedHealthcare of Texas, Inc.	TX	..JA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..95025	52-1130183				UnitedHealthcare of the Mid-Atlantic, Inc.	MD	..JA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..95591	47-0676824				UnitedHealthcare of the Midlands, Inc.	NE	..JA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..96385	43-1361841				UnitedHealthcare of the Midwest, Inc.	MO	..JA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..95501	41-1488563				UnitedHealthcare of Utah, Inc.	UT	..JA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..48038	91-1312551				UnitedHealthcare of Washington, Inc.	WA	..JA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..95710	39-1555888				UnitedHealthcare of Wisconsin, Inc.	WI	..JA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..95378	36-3379945				UnitedHealthcare Plan of the River Valley, Inc.	IL	..JA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	47-0854646				UnitedHealthcare Service LLC	DE	..NIA	UnitedHealthcare Insurance Company	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	36-3355110				UnitedHealthcare Services Company of the River Valley, Inc.	DE	..NIA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	41-1922511				UnitedHealthcare, Inc.	DE	..UDP	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	37-0920164				UnitedHealthOne Agency, Inc.	IN	..NIA	Golden Rule Financial Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	74-2797745				WellMed Medical Management of Florida, Inc.	FL	..NIA	WellMed Medical Management, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	74-2786364				WellMed Medical Management, Inc.	TX	..NIA	Collaborative Care Holdings, LLC	Ownership	..80.000	UnitedHealth Group Incorporated	..3
		..00000	36-3437660				Wellness, Inc.	IL	..NIA	OptumHealth Care Solutions, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	20-0325334				XLHealth BIPA, Inc.	MD	..NIA	XLHealth Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	52-2102846				XLHealth Corporation	MD	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000					XLHealth Corporation India Private Limited	IN	..NIA	XLHealth Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	20-2717264				XLHealth Tennessee, LLC	MD	..NIA	XLHealth Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	
		..00000	52-2111342				XLHealth Texas, Inc.	MD	..NIA	XLHealth Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	

Asterisk	Explanation
1	The general partnership interest of 1.0% is held by UMR, Inc. and the limited partnership interest of 99% is held by United HealthCare Services, Inc.
2	The general partnership interest of 89.77% is held by United HealthCare Services, Inc. (UHS) and 10.23% is held by UnitedHealthcare, Inc. (UHC). UHS also holds 100% of the limited partnership interests. When combining general and limited partner interests, UHS owns 94.18% and UHC owns 5.83%
3	The remaining 20% is owned by WMG Healthcare Partners, L.P., a non-affiliated company.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1. The Company has no Medicare Supplement business.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	300,136	300,457
2. Cost of bonds and stocks acquired	341,859	
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		
6. Deduct consideration for bonds and stocks disposed of	300,000	
7. Deduct amortization of premium	4,936	321
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	337,059	300,136
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	337,059	300,136

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE UnitedHealthcare of Arkansas, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	1,763,321	8,500,910	8,632,163	(2,942)	338,013	1,763,321	1,629,126	2,064,752
2. Class 2 (a)	0				0	0	0	0
3. Class 3 (a)	0				0	0	0	0
4. Class 4 (a)	0				0	0	0	0
5. Class 5 (a)	0				0	0	0	0
6. Class 6 (a)	0				0	0	0	0
7. Total Bonds	1,763,321	8,500,910	8,632,163	(2,942)	338,013	1,763,321	1,629,126	2,064,752
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	1,763,321	8,500,910	8,632,163	(2,942)	338,013	1,763,321	1,629,126	2,064,752

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$; NAIC 3 \$;
NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	1,292,067	xxx	1,292,067	574	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,764,616	1,866,582
2. Cost of short-term investments acquired	23,312,630	41,011,330
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	23,785,179	41,113,296
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,292,067	1,764,616
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	1,292,067	1,764,616

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards
N O N E

Schedule DB - Part B - Verification - Futures Contracts
N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open
N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open
N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives
N O N E

Schedule E - Verification - Cash Equivalents
N O N E

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired
N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid
N O N E

Schedule D - Part 3 - Long-Term Bonds and Stocks Acquired
N O N E

Schedule D - Part 4 - Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed Of
N O N E

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							